

**COURSE DATA****Data Subject**

<b>Code</b>	44560
<b>Name</b>	Legal structure of economic operators
<b>Cycle</b>	Master's degree
<b>ECTS Credits</b>	3.0
<b>Academic year</b>	2021 - 2022

**Study (s)**

<b>Degree</b>	<b>Center</b>	<b>Acad. Period year</b>
2217 - Master's Degree in Law, Business and Justice	Faculty of Law	1 First term

**Subject-matter**

<b>Degree</b>	<b>Subject-matter</b>	<b>Character</b>
2217 - Master's Degree in Law, Business and Justice	13 - Régimen societario de los operadores económicos	Obligatory

**Coordination**

<b>Name</b>	<b>Department</b>
BATALLER GRAU, JUAN	70 - Mercantile Law 'Manuel Broseta Pont'
BOQUERA MATARREDONA, JOSEFINA	70 - Mercantile Law 'Manuel Broseta Pont'

**SUMMARY**

This course aims to analyze and understand how the different types of Spanish companies operates by identifying the most appropriate social type in each case, given the needs of partners that will integrate society and economic activity to develop.

Company law is constantly evolving and it is intended to give the student the tools needed to be able to interpret and, where appropriate, apply different rules governing commercial companies.

Likewise, it aims students to acquire sufficient knowledge to detect and solve the problems of functioning of corporate bodies and to advise partners in the defense of their rights and corporate social creditors in their interests.



This subject wants to ensure the student is able to design strategies for the protection of corporate rights and social protection in their interests' creditors, as well as codes of conduct appropriate to the environment of society, designed to prevent conflicts.

Finally, and since this field has been progressed, the subject aims to provide students with the knowledge of the application of electronic media to the constitution of society and the exercise of the rights of attendance, representation and voting.

## PREVIOUS KNOWLEDGE

### Relationship to other subjects of the same degree

There are no specified enrollment restrictions with other subjects of the curriculum.

### Other requirements

Preferably, legal knowledge from Law or Legal Sciences Degree, in accordance with the Master's verifica.

## COMPETENCES (RD 1393/2007) // LEARNING OUTCOMES (RD 822/2021)

### 2217 - Master's Degree in Law, Business and Justice

- Students should be able to integrate knowledge and address the complexity of making informed judgments based on incomplete or limited information, including reflections on the social and ethical responsibilities associated with the application of their knowledge and judgments.
- Students should possess and understand foundational knowledge that enables original thinking and research in the field.
- Saber aplicar los conocimientos adquiridos durante el curso, a través de la resolución de problemas puntuales y multidisciplinares desde la óptica de la actividad comercial nacional e internacional y la seguridad jurídica.
- Identificar, analizar e interpretar los problemas jurídicos complejos conforme a criterios jurídicos y deontológicos, con el debido respecto a valores democráticos y a principios fundamentales, sin que tenga cabida la discriminación por razón de sexo, creencia o lugar de procedencia.
- Conocer y aplicar las técnicas de comunicación y expresión oral y corporal en los debates y discusiones planteadas respecto de problemas jurídicos actuales, participando de forma activa en la resolución de los mismos.
- Capacidad de trabajo en equipos multidisciplinares para la resolución de casos y situaciones jurídicas complejas nacionales e internacionales.
- Capacidad de implementación práctica de los conocimientos aprendidos en los debates y discusiones, así como ser capaces de dirigirlos e identificar y analizar las conclusiones más relevantes.



- Identificar y valorar los problemas jurídicos de interés en una sociedad globalizada en el ámbito de la actividad empresarial que requieren de una profundización en la investigación jurídica para ser afrontados de forma plural.
- Utilizar los conocimientos avanzados adquiridos aplicables a la realidad empresarial de forma solvente, tanto de forma individual como en equipo, desde una perspectiva pluridisciplinar.
- Saber identificar los posibles conflictos de interés en el seno de las empresas y operadores económicos en sus relaciones con otros agentes y, especialmente, con los consumidores, para conocer y desarrollar técnicas y mecanismos de tutela y protección de los derechos e intereses de las partes de la relación jurídica.
- Aplicar los conocimientos y técnicas adquiridos a entornos y situaciones interdisciplinarias complejas para anticiparse a los problemas, valorando la creatividad y solvencia de las propuestas.
- Saber trabajar el liderazgo en equipos específicos e interdisciplinarios.
- Adquirir y/o mejorar la capacidad y habilidad de coordinación, así como desarrollar destrezas interpersonales que faciliten el trabajo en grupo.
- Saber precisar, comparar y contrastar mediante razonamientos lógicos argumentos proporcionados por otros, bien en debates, bien cuando se trabaje en grupo, sobre la base del respeto mutuo.

## **LEARNING OUTCOMES (RD 1393/2007) // NO CONTENT (RD 822/2021)**

The practice of this subject allows students to acquire the knowledge and skills needed to advise both partners in the defense of their rights and corporate social creditors in their interests´defense by knowing the types of companies and their regulation

## **DESCRIPTION OF CONTENTS**

### **1. Historical development of company law.**

- 1.1. Kinds of corporations that exists in Spain.
- 1.2. Special reference to unipersonal corporations and to corporations "new society"

### **2. Company Law of the European Union.**

- 2.1. Impact of the European Union in Company Law.
- 2.2. Evolution of Company Law in the European Union.
- 2.3. Different types of European companies.

**3. Types of companies and current trends in the choice of them**

- 3.1. Reasons of the current situation and towards company law goes.
- 3.2. Approach to personalistic societies.

**4. Family business**

- 4.1. Operation and family protocols.
- 4.2. Succession in family societies.

**5. Capital company**

- 5.1. Limited liability company, limited company and Partnership limited by shares.
- 5.2. Current problems of capitalists societies.

**WORKLOAD**

ACTIVITY	Hours	% To be attended
Theory classes	19,50	100
Seminars	6,00	100
Classroom practices	4,50	100
<b>TOTAL</b>	<b>30,00</b>	

**TEACHING METHODOLOGY**

- Master class
- Preparation and assistance to specialized seminars, workshops and similar activities
- Elaboration and presentation of individual and / or collective papers
- Tutorials

**EVALUATION**

1. Assessment of the participation of the students in debates and whorkshops, as well as resolving any other planned activities, being assesed not only the number of interventions but also the quality of them. 25.0%
2. Tutorials assessment, in which the preparation of the students to the workshop and the knowledge acquired will be analised. 30.0%



3. Oral presentation assessment to be carried out for each student. 45.0%

## REFERENCES

### Basic

- La última edición de uno de los siguientes manuales:

BROSETA PONT, M., Manual de Derecho Mercantil (Edición revisada por Fernando Martínez Sanz), Ed. Tecnos.

EMBED IRUJO, J.M. Y OTROS, Derecho de sociedades de capital , Ed. Marcial Pons.

JIMÉNEZ SÁNCHEZ, G.J. (coord.), Derecho Mercantil, Ed. Ariel.

SÁNCHEZ CALERO, F., Instituciones de Derecho Mercantil, Ed., MacGraw Hill.

MENENDEZ, A.: Lecciones de Derecho Mercantil, Ed. Thomson-Civitas.

VICENT CHULIA, F., Introducción al Derecho Mercantil, Ed. Tirant lo Blanch.

Los siguientes comentarios sobre Derecho de sociedades:

AA. VV. Comentario de la Ley de Sociedades de Capital (Tomos I y II), Ed Civitas.

FERNÁNDEZ DE LA GÁNDARA, L., Derecho de sociedades, Ed., Tirant lo Blanch, Valencia, vol. I. y II.

Otros comentarios sobre la LSA y LSRL (derogadas)

Es imprescindible la utilización de los textos legales: Código de comercio, RRM, LSC, etc. Se recomienda la última edición de alguno de los siguientes Códigos:

OLAVARRÍA, J., VICIANO, J. MARIMÓN, R., Código de Comercio y legislación complementaria, Valencia, Ed. Tirant lo blanch.

GARCÍA LUENGO, RAMÓN B. (DIR.), Código de Comercio y otras normas mercantiles, Ed. Thomson-Aranzadi

APARICIO GONZÁLEZ, M.<sup>a</sup> LUISA, Código de Comercio y leyes complementarias, Ed. Thomson-Civitas.

JIMÉNEZ SÁNCHEZ, G. (DIR.), Legislación Mercantil, Ed. Ariel.

## ADDENDUM COVID-19

**This addendum will only be activated if the health situation requires so and with the prior agreement of the Governing Council**



This subject is taught during the second semester of the academic year 2021-22. The CCA of the Master will proceed to adopt, where appropriate, and taking into account the evolution of the current pandemic of COVID-19 and the indications of the academic and health authorities, the measures it deems appropriate to ensure the normal development of the subject during the months from January to March 2022 in which the face-to-face phase of the Master will be developed. Measures that will be communicated publicly and immediately to all the students of the subject and that will seek, at all times, to combine the permanence of the teaching activity with the preservation of the health of teachers and students.

